

United States Bankruptcy Court

Western District of Texas

In re Dulces Arbor, S. DE R.L. DE C.V.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 12,500,000.00		
B - Personal Property	YES	3	\$10,339,569.00		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	1		\$ 4,527,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 24,447.51	
F - Creditors Holding Unsecured Nonpriority Claims	YES	5		\$ 7,067,796.00	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		16	\$19,227,103.96	\$11,619,243.51	

United States Bankruptcy Court

Western District of Texas

In re Dulces Arbor, S. DE R.L. DE C.V.

Case No. _____

Debtor

Chapter 11**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

State the Following:

Average Income (from Schedule I, Line 16)	\$ N.A.
Average Expenses (from Schedule J, Line 18)	\$ N.A.
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	\$ N.A.

State the Following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column	\$ N.A.
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ N.A.
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column	\$ N.A.
4. Total from Schedule F	\$ N.A.
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)	\$ N.A.

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
1810 Magneto Ciudad Juarez, Chihuahua, Mexico. 300,000 square foot manufacturing facility plus loading areas, parking, grounds	Debtor is owner, subject to a security trust ranking interests superior and inferior to the Debtor		\$12.5 million (valued according to rental stream Debtor should be receiving)	\$2,750,000.00 (est.) Lien is subject to dispute. Another lien is asserted for \$1,777,000.00
Total >			12,500,000.00	

(Report also on Summary of Schedules.)

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		Bank of the West -4985		70.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		JPMorgan Chase Bank -6019		1,670.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.		Account for unpaid rent and lease obligations owed by Dulces Blueberry, S.A. de C.V. secured by judicial lien on plant equipment at 1810 Magneto, Ciudad Juarez, Mexico		6,978,829.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate or a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights of setoff claims. Give estimated value of each.		See attached addendum		14,870,000.00 (est.)
22. Patents, copyrights, and other intellectual property. Give particulars.		U.S. Patent No. 6,101,784 (candy product wrapping machine)		1,872,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		Equipment, machinery, fixtures, and supplies in 1810 Magneto, Ciudad Juarez, Mexico		Will supplement.

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
0 continuation sheets attached				Total \$ 10,339,569.00

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

ADDENDUM TO
SCHEDULE B #21

Dulces Arbor, S. De R.L. de C.V.

vs.

Elamex S.A. de C.V., Elamex U.S.A. Corp.,
Mount Franklin Foods, L.L.C., Sunrise Candy, L.L.C.,
Casas Grandes Confections, L.L.C., Maple
Commercial Finance Corp., and Robert J. Whetter.

County Court at Law No. 7, El Paso County, Texas

Cause No. 2009-765

Suit for fraud, conversion, tortious interference with three contracts (Bridge Healthcare Finance, L.L.C., Bridge Opportunity Finance, L.L.C., Dulces Blueberry); breach of contract, alter ego, unjust environment, conspiracy. Demand is for \$8 million plus exemplary damages and attorney's fees. Maple Commercial Finance Corp. Intervened as a party in 2011, first suing Elamex S.A. de C.V. and the other Defendants, and then cross-claiming against Dulces Arbor S.A. de R.L. de C.V. The claims against Maple Commercial Finance Corp. are for breach of contract, fraud, conversion, breach of fiduciary duty, and promissory estoppel. Demand against Maple Commercial Finance Corp. is for an unliquidated amount.

Dulces Arbor, S. de R.L. de C.V.

vs.

Hector Delgado and Bickerstaff, Heath, Delgado, Acosta, L.L.P.

United States District Court for the Western District of Texas, Austin Division. (Transferred from El Paso Division).

Cause No. EP-10-CV-0387

Suit is for breach of attorney's fiduciary duty, negligence, respondeat superior. Demand is for \$3.8 million plus exemplary damages and attorney's fees.

See also the two following pages

DULCES ARBOR AS PLAINTIFF - MEXICO

- 1.- **PARTY** – DULCES BLUEBERRY, S.A. DE C.V. – CALLE MAGNETO 1810 PARQUE INDUSTRIAL FERNANDEZ, CIUDAD JUAREZ, MEXICO.
- 2.- **COURT** – 1ST CIVIL COURT, BRAVOS JUDICIAL DISTRICT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO.
- 3.- **CASE NUMBER** – 353/08
- 4.- **OPPOSING COUNSEL** – CESAR IVAN MARTINEZ GONZALEZ– BLVD. TOMAS FERNANDEZ 7930, SUITE 209, EDIFICIO B, OFICINAS CAMPESTRE, CIUDAD JUAREZ, MEXICO, 32470.
- 5.- **SUIT ABOUT** – LEASE termination lawsuit regarding the magneto building
- 6.- **STATUS** – The case is in the evidence phase, which has been delayed many times by defendant.
- 7.- **DULCES ARBOR'S ATTORNEY** - ROBERTO RENTERIA MANQUEROS – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO, 32330.

- 1.- **PARTY** – DULCES BLUEBERRY, S.A. DE C.V. / SIMPLY GOODIES LLP – CALLE MAGNETO 1810 PARQUE INDUSTRIAL FERNANDEZ, CIUDAD JUAREZ, MEXICO.
- 2.- **COURT** – 3RD CIVIL COURT, BRAVOS JUDICIAL DISTRICT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO.
- 3.- **CASE NUMBER** – 1621/08
- 4.- **OPPOSING COUNSEL** – CESAR IVAN MARTINEZ – BLVD. TOMAS FERNANDEZ 7930, SUITE 209, EDIFICIO B, EDIFICIOS CAMPESTRE, CIUDAD JUAREZ, MEXICO, 32470 (he represents both defendants).
- 5.- **SUIT ABOUT** – Agreement to secure DULCES BLUEBERRY'S owing Dulces Arbor \$435,000 plus interest and fees.
- 6.- **STATUS** – The lawsuit was dismissed, the resolution in the appeal orders DULCES ARBOR to pay attorney's fees. This order is not yet final since DULCES ARBOR filed a constitutional challenge against it, and it is still pending.
- 7.- **DULCES ARBOR ATTORNEY** - ROBERTO RENTERIA MANQUEROS – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO.

- 1.- **PARTY** – DULCES BLUEBERRY, S.A. DE C.V. / SIMPLY GOODIES LLP - CALLE MAGNETO 1810 PARQUE INDUSTRIAL FERNANDEZ, CIUDAD JUAREZ, MEXICO.
- 2.- **COURT** – 6TH CIVILCOURT, BRAVOS JUDICIAL DISTRICT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO.
- 3.- **CASE NUMBER** – 358/08
- 4.- **OPPOSING COUNSEL** – CESAR IVAN MARTINEZ – BLVD. TOMAS FERNANDEZ 7930, DESPACHO 209, EDIFICIO B, EDIFICIOS CAMPESTRE, CIUDAD JUAREZ, MEXICO (he represents both defendants).
- 5.- **SUIT ABOUT** – Lease eviction lawsuit. DULCES ARBOR claims for the possession of the leased building (Magneto building) due to lack of payment of rents.
- 6.- **STATUS** – Appeal pending which is delaying the case. Evidence phase of the trial is over; however, the result of the appeal can take the process back to the evidence phase. There is a related federal procedure related with this case, which will resolve as to whether or not this case is dismissed.
- 7.- **DULCES ARBOR ATTORNEY** - ROBERTO RENTERIA MANQUEROS – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO, 32330.

- 1.- **PARTY** – DULCES BLUEBERRY, S.A. DE C.V. / SIMPLY GOODIES LLP– CALLE MAGNETO 1810 PARQUE INDUSTRIAL FERNANDEZ, CIUDAD JUAREZ, MEXICO.
- 2.- **COURT** – 6TH CIVIL COURT, BRAVOS JUDICIAL DISTRICT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO.
- 3.- **CASE NUMBER** – 1622/08
- 4.- **OPPOSING COUNSEL** – CESAR IVAN MARTINEZ – BLVD. TOMAS FERNANDEZ 7930, DESPACHO 209, EDIFICIO B, EDIFICIOS CAMPESTRE, CIUDAD JUAREZ, MEXICO (he represents both defendants).
- 5.- **SUIT ABOUT** – Agreement to secure DULCES BLUEBERRY'S damages to the Magneto building and performance of the lease.
- 6.- **STATUS** – Dismissed. Constitutional challenge is pending.
- 7.- **DULCES ARBOR ATTORNEY** - ROBERTO RENTERIA MANQUEROS – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO, 32470.

- 1.- PARTY – DULCES BLUEBERRY, S.A. DE C.V.– CALLE MAGNETO 1810 PARQUE INDUSTRIAL FERNANDEZ, CIUDAD JUAREZ, MEXICO.
- 2.- COURT – 9TH FEDERAL COURT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO.
- 3.- CASE NUMBER – 05/2010
- 4.- OPPOSING COUNSEL – CESAR IVAN MARTINEZ – BLVD. TOMAS FERNANDEZ 7930, DESPACHO 209, EDIFICIO B, EDIFICIOS CAMPESTRE, CIUDAD JUAREZ, MEXICO.
- 5.- SUIT ABOUT – Request for bankruptcy against DULCES BLUEBERRY.
- 6.- STATUS – Declaration of bankruptcy was denied. Appeal pending.
- 7.- DULCES ARBOR ATTORNEY.- SERGIO TOMAS MARTINEZ ARRIETA (formerly) and ROBERTO RENTERIA MANQUEROS (currently) – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO, 32470.

DULCES ARBOR AS DEFENDANT - MEXICO

- 1.- PARTY - NORMA DUCORSKY - 114 CALLE CORRALES, EL PASO, TX.
- 2.- COURT – 4TH CIVIL COURT, BRAVOS JUDICIAL DISTRICT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO
- 3.- CASE NUMBER - 1116/10
- 4.- OPPOSING COUNSEL - LEONARDO GAHONA - AV. TECNOLOGICO 1220, FRACC. EL CRUCERO, CIUDAD JUAREZ, CHIHUAHUA, MEXICO.
- 5.- SUIT ABOUT – Recognition of Norma Ducorsky as first place creditor of DULCES ARBOR.
- 6.- DULCES ARBOR'S ATTORNEY - ROBERTO RENTERIA MANQUEROS – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO, 32330.

- 1.-PARTY – RAYMOND & NORMA DUCORSKY – 114 CALLE CORRALES, EL PASO, TX.
- 2.- COURT – 5TH CIVIL COURT, BRAVOS JUDICIAL DISTRICT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO.
- 3.- CASE NUMBER – 1461/08
- 4.- OPPOSING COUNSEL – SALVADOR ADRIAN MERAZ FERREYRA - REPUBLICA DE EL SALVADOR 723 NORTE, COLONIA HIDALGO, CIUDAD JUAREZ, CHIHUAHUA, MEXICO, 32300.
- 5.- SUIT ABOUT – Lawsuit to collect the loan amount of \$1'000,000 USD plus interest.
- 6.- DULCES ARBOR'S ATTORNEY – ROBERTO RENTERIA MANQUEROS – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO, 32330.

- 1.- PARTY – MAPLE COMMERCIAL FINANCE CORP. – 10 EXCHANGE PLACE, SUITE 2600, JERSEY, NEW JERSEY.
- 2.- COURT – 6TH CIVIL COURT, BRAVOS JUDICIAL DISTRICT, CIUDAD JUAREZ, CHIHUAHUA, MEXICO
- 3.- CASE NUMBER – 666/11
- 4.- OPPOSING COUNSEL – CARLOS JIMENEZ RESENDIZ – BLVD. TOMAS FERNANDEZ 7930, EDIFICIO A, SUITE 20, EDIFICIOS CAMPESTRE, CIUDAD JUAREZ, MEXICO.
- 5.- SUIT ABOUT – Lawsuit in order to collect the amount of \$9'234,212.85 USD.
- 6.- DULCES ARBOR'S ATTORNEY - ROBERTO RENTERIA MANQUEROS – AV. PASEO TRIUNFO DE LA REPUBLICA 3304, SUITE 401, EDIFICIO CUADRANTE, COL. PARTIDO ESCOBEDO, CIUDAD JUAREZ, MEXICO, 32330.

In re Dulces Arbor, S. DE R.L. DE C.V.

Case No. _____

Debtor

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPTDebtor claims the exemptions to which debtor is entitled under:
(Check one box)☐ 11 U.S.C. § 522(b)(2)☐ Check if debtor claims a homestead exemption that exceeds \$146,450*.☐ 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.		Asserted mortgage assignee from Bank of the West, El Paso, Texas, as to 1810 Magneto, Juarez, Mexico			X	2,750,000.00	0.00
Maple Commercial Finance Corp. Henry T. Berry 10 Exchange Place, Ste. 2600 Jersey City, NJ 07302		VALUE \$ 12,500,000.00					
ACCOUNT NO.		Duplicate				0.00	0.00
Maple Commercial Finance Corp. Ronald Davidow 10 Exchange Place, Ste. 2600 Jersey City, NJ 07302		VALUE \$ 0.00					
ACCOUNT NO.		Loans to the corporation secured and prioritized by a trust agreement.				1,777,000.00	0.00
Raymond Ducorsky Norma Ducorsky 114 Calle Corrales El Paso, TX 79912		VALUE \$ 12,500,000.00					

0 continuation sheets attached

Subtotal > \$4,527,000.00 \$ 0.00
(Total of this page)
Total > \$4,527,000.00 \$ 0.00
(Use only on last page)

(Report also on
Summary of Schedules)
(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (04/10) - Cont.

In re Dulces Arbor, S. DE R.L. DE C.V.
Debtor

Case No. _____
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

** Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

1 continuation sheets attached

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**
(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.						
Munificio de Juarez Tesoreria Municipal AV. Francisco Villa No. 950 NT Ciudad Juarez, Chih., Mexico		Ad valorem taxes on leased-out plant in Ciudad Juarez, Mexico. Lessee was to have covered taxes under lease agreement.		24,447.51 (USD)	24,447.51 (USD)	
ACCOUNT NO.						
ACCOUNT NO.						
ACCOUNT NO.						
Subtotal (Totals of this page)				\$ 24,447.51	\$	\$
Total (Use only on last page of the completed Schedule E.) Report also on the Summary of Schedules)				\$ 24,447.51		
Totals (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)				\$	\$ 24,447.51	\$ 0.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of
Creditors Holding Priority Claims

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. -6147 Accounts Receivables UPS 55 Glenlake Parkway Atlanta, GA 30328						1,050.00
ACCOUNT NO. Alejandro Franco 1313 John Ring Ln. El Paso, TX 79936		Accounting fees				8,500.00
ACCOUNT NO. Alex Bonnet El Paso Language Services 3700 Hueco Valley Dr., #4103 El Paso, TX 79938						150.00
ACCOUNT NO. Arbor Confections, Inc. 2711 Centerville Rd., Ste.400 Wilmington, DE 19808		Loans to the Debtor to pay mortgage installments.				2,500,000.00
Subtotal						\$ 2,509,700.00
Total						\$

4 continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			Contingent trustee's fees				
Banco Santander, S.A. Grupo Financiam Santander Division Fiduciaria Prol. Paseo de la Reforma 500 Colonia Lomas de Santa Fe Mexico D.F. 01219				X			0.00
ACCOUNT NO.							
Bank of the West 501 N. Mesa El Paso, TX 79901				X			0.00
ACCOUNT NO.							
Bernard R. Given Frantzel Robins Bloom & Csato, L.C. 6500 Wilshire Blvd., 17th Floor Los Angeles, CA 90048							100.00
ACCOUNT NO.							
Blueberry Sales, LLP 2711 Centerville Rd., Ste. 400 Wilmington, DE 19808							21,900.00 (est.)
ACCOUNT NO.			Loans to the Debtor				
Brad Ducorsky 5706 Mira Sierra Lane El Paso, TX 79912							10,500.00 (est.)
Subtotal >							\$ 32,500.00
Total >							\$

Sheet no. 1 of 4 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Citibank, N.A. 100 Citibank Dr. San Antonio, TX 78425		Document retrieval				500.00
ACCOUNT NO. Erica Matthews BBVA Compass Bank AL BI SC RCH P.O. Box 10566 Birmingham, AL 35296		Document retrieval				1,000.00
ACCOUNT NO. Grupo Nacional Provincial Ransom Becker Insurance Agency 6428 Calle Vista City El Paso, TX 79912		Insurance premium				3,500.00
ACCOUNT NO. JP Morgan Chase National Subpoena Processing Mail Code IN1-4054 7610 West Washington St. Indianapolis, IN 46231		Document retrieval				450.00
ACCOUNT NO. Maple Commercial Finance Corp. Henry T. Berry 10 Exchange Place, Ste. 2600 Jersey City, NJ 07302				X		3,500,000.00
Subtotal >						\$ 3,505,450.00
Total >						\$

Sheet no. 2 of 4 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

In re Dulces Arbor, S. DE R.L. DE C.V.
DebtorCase No. _____
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Duplicate		
Maple Commercial Finance Corp. Henry T. Berry 10 Exchange Place, Ste. 2600 Jersey City, NJ 07302			X	0.00
ACCOUNT NO.		Accounting services		
Marco Canales Vargas and Canales, S.C. 201 Cortez Dr., Ste. 613 El Paso, TX 79905				2,500.00
ACCOUNT NO.		Loans to the corporation		
Mark Ducorsky 5706 Mira Sierra El Paso, TX 79912				206,450.00 (est.)
ACCOUNT NO.		Loans to the corporation		
Raymond Ducorsky 114 Calle Corrales El Paso, TX 79912				600,000.00 (est.)
ACCOUNT NO.		Claim for attorney's fees		
Roberto Calvo Calvo & Associates P.O. Box 3721 El Paso, TX 79923				133,696.00
Subtotal >				\$ 942,646.00
Total >				\$

Sheet no. 3 of 4 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

Case No. _____
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

In re Dulces Arbor, S. DE R.L. DE C.V.Case No. _____
(if known)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Dulces Blueberry, S.A. de CV. 1800 Northwestern Drive El Paso, TX 79912	Lease (as lessor) of 1810 Magneto, Ciudad Juarez, Mexico
Simply Goodies, L.L.P. 1800 Northwestern Drive El Paso, TX 79912 (Guarantor of the above lease)	

In re Dulces Arbor, S. DE R.L. DE C.V.

Debtor

Case No. _____

(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

Dulces Arbor, S. DE R.L. DE C.V.

In re _____
DebtorCase No. _____
(If known)**DECLARATION CONCERNING DEBTOR'S SCHEDULES****DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition PreparerSocial Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Assistant to the Sole Administrator [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Dulces Arbor, S. DE R.L. DE C.V. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets (total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 7-2-11Signature: 
MARK DUCORSKY
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT

Western District of Texas

In Re Dulces Arbor, S. DE R.L. DE C.V.Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE
2011	0.00 ytd	
2010	0.00	
2009	0.00	
2008	1,126,258.00	Building rentals and interest income of 1810 Magneto Ciudad Juarez, Mexico, paid by Simply Goodies, L.L.P. and Dulces Blueberry S.A. de C.V.

2. Income other than from employment or operation of business

None



State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

None



3. Payments to creditors

Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

None



b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

*Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after date of adjustment.

NAME AND ADDRESS OF CREDITOR
AND RELATIONSHIP TO DEBTOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

None.

None



c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR
AND RELATIONSHIP TO DEBTOR

DATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE OF PROCEEDING

COURT OR
AGENCY AND LOCATION

STATUS OR
DISPOSITION

See Addendum to
Schedule B, item 21

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON FOR WHOSE BENEFIT
PROPERTY WAS SEIZED

DATE OF
SEIZURE

DESCRIPTION AND
VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS OF
CREDITOR OR SELLER

DATE OF REPOSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURN

DESCRIPTION AND
VALUE OF PROPERTY

6. Assignments and Receiverships

None



a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS OF
ASSIGNEE

DATE OF ASSIGNMENT

TERMS OF
ASSIGNMENT
OR SETTLEMENT

None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS OF
CUSTODIAN

NAME AND LOCATION
OF COURT CASE TITLE
& NUMBER

DATE OF
ORDER

DESCRIPTION AND
VALUE OF PROPERTY

7. Gifts

None



List all gifts or charitable contributions made within one year immediately preceding the commencement of this case, except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS OF
PERSON OR ORGANIZATION

RELATIONSHIP
TO DEBTOR, IF ANY

DATE OF
GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

None



List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION
AND VALUE
OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES, AND, IF LOSS
WAS COVERED IN WHOLE OR IN PART BY
INSURANCE, GIVE PARTICULARS

DATE OF
LOSS

9. Payments related to debt counseling or bankruptcy

None

☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
E P Bud Kirk	June 1, 2011	\$4,641.00
Terrace Gardens	November 23, 2010	\$ 325.00
600 Sunland Park Dr., #4-400	July 1, 2010	\$1,597.50
El Paso, TX 79912		

10. Other transfers

None

☒

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

None

☒

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

☒

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------------	--	--

12. Safe deposit boxes

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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See attached Addendum.

14. Property held for another person

None



List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None



If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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ADDENDUM TO
Statement of Affairs No. 13

Dulces Arbor S. de R.L. de C.V. owns an approximately 330,000 square foot building at 1810 Magneto, Ciudad Juarez, Mexico, that is occupied by Dulces Blueberry, S.A. de C.V. ("Blueberry" or "Dulces Blueberry"). Blueberry is owned and/or controlled by the Defendants in the lawsuit No. 2009-765 described in Schedule B #21, *supra*. The building is also physically occupied by equipment owned by Casas Grandes Confection, LLC, a co-Defendant. The equipment is used solely to produce finished goods for and shipped to Mt. Franklin Foods, LLC of El Paso, Texas for sale and distribution in the U.S. The Defendants in that case, other than Maple Commercial Finance Corporation, have acted together to undercapitalize Blueberry and claim setoff rights against the building rent (generally \$135,000.00/mo. USD and other lease obligations) that should be reaching the Debtor.

The Debtor maintains there is no lawful basis for these long-persisting setoffs, which now run into the millions of dollars and cause the Debtor ongoing losses including rent wrongfully withheld.

See the correspondence hereto attached. Maple Commercial Finance Corp., asserting that it is the assignee of a loan issued to Dulces Arbor S. de R.L. de C.V. by Bank of the West in El Paso, previously secured by 1810 Magneto, made demand upon Dulces Blueberry for the rents, addressing that demand to the El Paso attorney it believed to represent Dulces Blueberry. The El Paso attorney replied that his client was not Dulces Blueberry, the building occupant, but one or two entities—Mount Franklin Foods, LLC. and Confecciones de Juarez, S.A. de C.V.—holding a sub-maquila agreement with Dulces Blueberry, and special agreements to intercept the building rent due to Dulces Arbor from Dulces Blueberry pursuant to a "setoff" agreement. Dulces Arbor S. de R.L. de C.V. contends that setoff agreement is conspiratorial and contrived, to make it appear that Dulces Blueberry wants to pay rent to Dulces Arbor as the building owner or to Maple Commercial Finance Corporation as the claimed assignee of the rents, but can't. The entities that are party to the "setoff agreement and special agreements," including Dulces Blueberry, are under common control. The so-called "setoff" agreements also lack mutuality, as the rent is due to Dulces Arbor and not to Mount Franklin Foods, LLC or Confecciones de Juarez, S.A. de C.V.

JAMES & HAUGLAND, P.C.
ATTORNEYS AND COUNSELORS AT LAW

WILEY F. JAMES III
COREY W. HAUGLAND
JAMIE T. WALL
ALDO R. LOPEZ

608 MONTANA AVENUE
EL PASO, TEXAS 79902

MAILING ADDRESS:
P.O. BOX 1770
EL PASO, TEXAS 79949-1770

(915) 832-3811

FACSIMILE: (915) 641-8440

June 10, 2011

Chris Watt
Fulbright & Jaworski, LLP
Fulbright Tower
1301 McKinney, Suite 5100
Houston, Texas 77010-3095

VIA FAX #713-651-5246

RE: Dulces Arbor, et al. vs. Elamex, S.A. de C.V., et al.; Cause Number 2009-765

Dear Chris:

This letter is sent in response to your June 3, 2011 e-mail and certified letter, which I have attached. Your letter misstates the facts of the above case. I do not have a client who is occupying the Magneto property. The Magneto property is currently occupied by Dulces Blueberry, S.A. de C.V.

Confecciones de Juarez, S.A. de C.V. is doing business with Dulces Blueberry, S.A. de C.V. pursuant to a submaquila agreement. Mount Franklin Foods, LLC is doing business with Confecciones de Juarez, S.A. de C.V., pursuant to a maquila agreement. Pursuant to that maquila agreement, Mount Franklin Foods pays a rent component as part of its monthly fee to Confecciones. Confecciones is obligated to pay a monthly rent component to Dulces Blueberry, S.A. de C.V. as part of its submaquila agreement.

However, Confecciones has been offsetting all or part of its monthly rent component to Dulces Blueberry pursuant to a formal offset agreement entered into by the parties. Confecciones and/or other Elamex related entities have advanced funds to and paid obligations of Dulces Blueberry in order to keep its employees from seizing the facility and shutting down operations in the Magneto property. Because of the offset arrangement, Dulces Blueberry has been left in a position where its ability to pay rent to Dulces Arbor or Maple may be impaired.

I have forwarded your letter on to my client. I am trying to learn the status of the offset arrangement in existence between Confecciones and Dulces Blueberry. I have also asked our Mexican attorneys to advise if the documentation provided and the action taken by Maple Commercial Finance Corp. have put it in a position to collect the rents generated by the Magneto property in Mexico from any of my clients (as a matter of Mexican law, I don't believe that to be the case).

I am still awaiting responses from both my client and the Mexican attorneys. Once I have a better understanding of the status of the Magneto property, and the answers to the above issues, I will more fully respond to your correspondence.

June 10, 2011
Page 2

Thank you for your patience while I investigate this situation.

Very truly yours,

JAMES & HAUGLAND, P.C.

By: 
Corey W. Haugland

CWH/jb

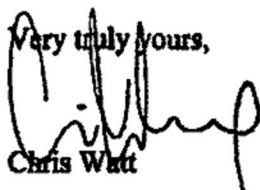
cc: Elamex, S.A. de C.V., Via E-Mail

FULBRIGHT
& Jaworski L.L.P.
*Attorneys at Law***Chris Watt**
Partner

Fulbright Tower • 1301 McKinney, Suite 5100 • Houston, Texas 77010-3095
cwatt@fulbright.com • Direct: 713 651 7725 • Main: 713 651 5151 • Facsimile: 713 651 5246**June 3, 2011****VIA EMAIL & CERTIFIED MAIL RRR****Mr. Corey W. Haugland**
James & Haugland, P.C.
609 Montana Avenue
El Paso, Texas 79902**Re: No. 2009-765; Casa Brokers, LLC, et al. v. Elamex S.A. de C.V., et al. and Maple**
Commercial Finance Corp.; In County Court at Law No. 3, El Paso County, Texas**Dear Corey:**

As you know, Maple Commercial Finance Corp. has acquired from Bank of the West that certain Promissory Note dated July 10, 2005 made by Dulces Arbor in the original principal amount of \$3,842,864.00 (the "Note"). As you are also aware, in conjunction with its acquisition of the Note, Maple was assigned the right to receive all rent payments for the Magneto property (the "Assignment"), which your clients currently occupy, as provided for in the July 10, 2005 Pledge Agreement executed by Dulces Arbor (the "Pledge Agreement"). Although you have previously been provided with these documents, I have enclosed copies of the Assignment and the Pledge Agreement for your convenience.

Pursuant to the Assignment and Pledge Agreement, please have your clients direct all rental payments for the Magneto property to Maple Commercial Finance Corp. at 10 Exchange Place, Suite 2600, Jersey City, New Jersey, 07302.

Very truly yours,

Chris Watt

CW
Enclosure

81002256.1

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Mr. Corey W. Haugland

June 3, 2011

Page 2

cc: Mr. David Pierce
Law Office of David Pierce
221 N. Kansas, Suite 1301
El Paso, TX 79901

16. Spouses and Former Spouses

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Sites

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None



SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

None



NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	-----------------------

18. Nature, location and name of business

None

☐

a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Dulces Arbor, S. de R.L. de C.V.	n/a	114 Calle Corrales El Paso, TX 79912	Candy manufacture; leasing out a candy manufacture plant in Ciudad Juarez, Chihuahua, Mexico; owner of a valuable patent that is being used without permission.	This entity was formed in 2007. Previously the entity was known as Dulces Arbor S.A. de C.V. Its address was 1810 Magneto, Ciudad Juarez, Mexico. Dulces Arbor S.A. de C.V. began business in 1988.

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

None

☒

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, record and financial statements

None ☐ a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Alejandro Franco, Contador
1313 John Ring Lane
El Paso, TX 79936

2007-present

None ☒ b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. (If any of the books of account and records are not available, explain.)

NAME

ADDRESS

Alejandro Franco, Contador

1313 John Ring Lane
El Paso, TX 79936

Some of the Debtor's books and records are being detained at 1810 Magneto, Ciudad Juarez, Mexico, by Elamex, S.A. de C.V. and its affiliates.

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS

DATE
ISSUED

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
------------------	-------	---

Mark Ducorsky
1313 John Ring Lane
El Paso, TX 79936

Shareholder
Assistant to the sole
Administrator

1% Series A

Arbor Confections, Inc.
2711 Centerville Rd., #400
Wilmington, DE 19808

Shareholder

98% Series A

Raymond Ducorsky
114 Calle Corrales
El Paso, TX 79912

Shareholder
Sole Administor

1% series A

Arbor Confections, Inc.
2711 Centerville Rd., #400
Wilmington, DE 19808

Shareholder

100% owner of Series B shares

22. Former partners, officers, directors and shareholders

- a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23. Withdrawals from a partnership or distribution by a corporation

None ☒ If the debtor is a partnership or a corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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* * * * *

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date

July 5, 2011

Signature



MARK DUCORSKY,
Assistant to the Sole Administrator

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110(c).)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X

Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. §156.